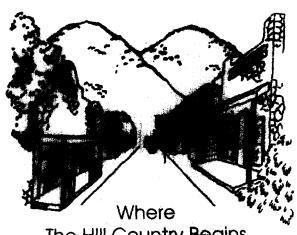


EXHIBIT B

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HELOTES $T \cdot E \cdot X \cdot A \cdot S$



The Hill Country Begins

On Bandera Road (SH 16) Just Outside of Loop 1604

The production of this brochure was made possible in part by contributions from the following H.A.C.C. Members: Bank of Leon Springs Baumann Auto Repair Grey Forest Utilities
Leon Valley Bank
McCabe State Farm Insurance South Texas Investigations



A Friendly, Natural Place

JANUARY

John Marshall High School 4-H livestock auction. Walter Gerlach Park. (Babcock Road)

FEBRUARY

Step back to the old west as the trailriders pass through town on their way to the San Antonio Stock Show and Rodeo.

MARCH

Wildflowers paint the roadsides a rainbow of color with bluebonnets, indian paintbrushes and mountain laurels. Watch for the Helotes Garden Club's annual plant sale and the Casa Helotes' wild game dinner and dance at Phoore Country Store.

APRIL

Bicycling is always in season in these gently rolling hills where mountain bilters get a great workout. In an area well known for its heauty, the Miss Helotes Pageant is held each year to choose a coust to represent us throughout South Texas.

MAY

CORNYVAL! Always the first weekend in May, this traditional four day blowout offers something for everyone. Parade, PRCANPRA rodeo, great bands, carnival, arts & crafts fair, and of course, food and drink. Festival Grounds (#8 on the map)

JUNE

Artists and artisans abound in the area. Patronize Helotes artists, sculptors, writers and craftsmen throughout the year.

JULY

Old time Independence Day celebration and softball games, Scenic Loop Playground

athletic field, Grey Forest.

KLRN (PBS) - Cajun Fest

AUGUST

5K & 10K runs. Look throughout the year for races that start in Helotes. Time to spare? Volunteer as a "grandpal" at Helotes Elementary.

SEPTEMBER

Thousands attend the Optimist Club's Classy Chassis Car Show held mid month at the Festival Grounds.

OCTOBER

Helotes Shopping Center's annual Halloween Party. March of Dimes Longhorn Cattle Drive. Helotes Elementary School Fun Fair.

NOVEMBER

Casa Helotes Senior Citizens Center Rumstage Sale. Annual lighting of Helotes Christmas Lights,

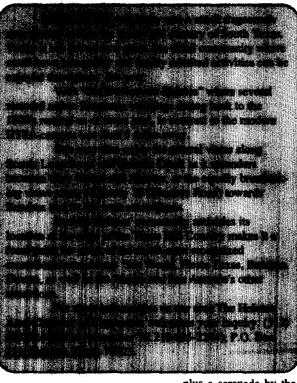
plus a serenade by the elementary school choir. Annual Thanksgiving dinner at Casa Helotes for seniors and homebound.

DECEMBER

Enjoy a small town Christmas deceration contest. Casa Helotes Christmas dinner for seniors and homebound.

THROUGHOUT THE YEAR

- · Helotes Lions & Lioness Clubs sponsor bingo each Friday night and Sunday afternoon.
- · 5K & 10K runs along city streets.



Where the Hill Country Begins

RESTAURANTS - ENTERTAINMENT - WATERING HOLES

El Chaperral Mexican Restaurant 15103 Bandera Rd. - 695-3343

Floore Country Store 14464 Old Bandera Rd. - 695-8827

Grey Moss Inn 19010 Scenic Loop Rd., (Grey Forest) - 695-8301

Helotes Cafe 12902 Banders Rd. - 695-6600

Helotes Country Chib

Old Banders Rd. at Heliotes Creek · 695-8313

Helotes Creek Saloon 12952 Bandara Rd. - 695-8049

Helotes General Store & Restaurant 14436 Banders Rd. - 695-9665

Hill's and Dale's Ice, Food and Cafe 15409 White Fawn Dr. (Across from UTSA) - 695-8311

Pizza Hut 7319 N. Loop 1664 W. (Across from UTSA) - 695-2215

Triple T Rauch - Chuckwagon Suppers 7 mi. N of 1604 on Bandera Rd. - 695-4888

Village Scoop & Ice Cream Parlor 12930 Bandon Rd. - 695-9415

Zi - Zio's Italian Restaurant 13247 Banders Rd. 695-6063

NON PROFIT ORGANIZATIONS

Casa Halista Senior Citizens Center · 695-8510 Charcian (ajust denominations) Helotes Festival Association · 695-2103 Lieness Club - 695-2356 Lion's Chib - 695-2356 Optimist Club

BED & BREAKFAST

Herb Farm Bed & Breakfast 19801 Scenic Loop Rd. (Near Grey Forest) · 695-9412

La Escondida Ranch Retreat Center 20277 Scenic Loop Rd. (Near Grey Forest) 695-9016

Lazy R Bed & Breakfast 24183 Boerne Stage Rd. (Near Leon Springs) 698-1654

The Bunk House 14359 Old Bandera Rd. - 695-2670

MEETING FACILITIES

Helotes Hermann Sons Lodge (Braun Hall) 9721 Braun Road · 688-9241

Helotes Party House 12946 Bandera Rd. - 695-2516

Grev Moss Inn 19010 Scenic Loop Rd. · 695-8301

La Escondida Ranch Retreat Center 20277 Scenic Loop Rd. · 695-9016

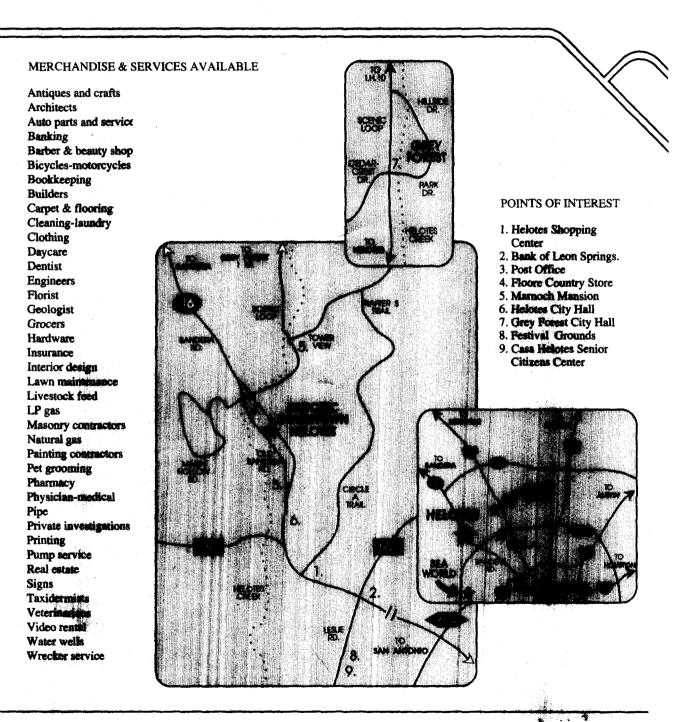
Triple T Ranch · Chuckwagon Suppers 7 mi. N of 1604 on Bandera Rd. 695-4888

NEARBY POINTS OF INTEREST

Bandera Downs (Horse Racing) · Bandera Texas Cascade Caverns Fiesta Texas Theme Park I.H. 10 at 1604 Sea World of Texas · 10500 Sea World Drive · 523-3611 The University of Texas at San Antonio

HISTORIC SITES - PARKS - HIKING

Friedrich Park · I. H. 10 - 3 mi. N of 1604 · 698-1057 Gugger House (c. 1881) - Now Helens Bicycle Shop Marnoch Mansion (c. 1850) Scenic Loop Rd. at Marnoch (Private residence) Medina Lake Boating fishing, picketing O. P. Schnabel Park . 9600 Bunders Md. Thousand Trails Vehicle Park - Madina Lake





THE FOLLOWING DECLARATION IS A FACSIMILE. THE ORIGINAL IS IN TRANSIT AND WILL BE FILED UPON RECEIPT.

DECLARATION OF L.J. COTT

- I, L.J. Cott, offer the following Declaration of facts.
- 1. I am the City Manager of Helotes. I have held that position for the last six years. Helotes has been incorporated since 1981 and has its own elected government, including a Mayor and five-member City Council. Helotes provides its own Police and Fire protection, and has a wide array of businesses, places of worship, and chapters of nonprofit social and community-service groups. The town is also home to John Floore's Country Store, a country-music dance and music hall renowned as the site of Willie Nelson's first public performance. Floore's can accommodate a total of about 1500 both inside and outside, more than the total population of Helotes. Many outsiders thus come to Helotes for entertainment.
- 2. Many people from elsewhere also attend the four-day annual Helotes Cornyval, held on fairgrounds owned by the 21-member Helotes Festival Association. Cornyval can draw upwards 100,000 visitors each Spring to enjoy a parade, a rodeo, musical performances, food booths, and crafts displays. The Helotes Optimist Club's Classy Chassis Car Show can also draw several thousand visitors one day in each September.

- 3. The people of Helotes definitely consider the town a community separate and apart from San Antonio. Southwestern Bell, the "Baby Bell" company which provides telephone service, publishes a separate Helotes telephone directory. Helotes has its own Post Office and zip code (78023), and the Postal Service intends to build a larger facility here by the end of May 1995. We have our own weekly newspaper, The Echo, which also enjoys circulation in the neighboring communities of Grey Forest and Leon Valley. Many local businesses advertise in The Echo because they are priced out of San Antonio media outlets. The City Government uses The Echo for all official notices. San Antonio media do not regularly provide good editorial coverage of the issues and problems facing Helotes.
- 4. Helotes has its own City Hall and taxing authority. The local government has exercised that authority and has levied ad valorem taxes on real property and a tax on retail sales. The Helotes Historical Society operates a library on a volunteer basis. The Helotes Elementary School, inside Helotes and run by the Northside Independent School District, has an enrollment of about 500 and is operating at full capacity. The children

attending Helotes Elementary School live in Helotes and surrounding communities. Graduates of Helotes Elementary School attend Taft High School or Marshall High School, both of which are in San Antonio. VIA Metropolitan Transit, an area-wide public transportation authority which serves all of Bexar County (including Helotes), provides bus service.

- 5. Helotes formerly owned its own water system. Water now comes from the San Antonio Water System, a large water utility which bought the municipal facilities about 20 years ago. Electricity comes from San Antonio City Public Service. Grey Forest Utility Company, owned by the nearby community of Grey Forest, supplies natural gas to Helotes.
- 6. Helotes currently has a pediatric-care facility and a medical-supply outlet. A general-care outpatient medical clinic is scheduled to open next month. The Texas American Bank (formerly the Bank of Leon Springs) has its headquarters in Helotes and branches in Leon Springs and San Antonio. Most of Helotes's work force commutes elsewhere, especially to military bases in the San Antonio area.

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Declaration of L.J. Cott December 28, 1994 Page 4

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The foregoing is true and correct to the best of my personal knowledge, information, and belief, under penalty of perjury.

L.J. COTT

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Date: December 28, 1994

EXHIBIT D



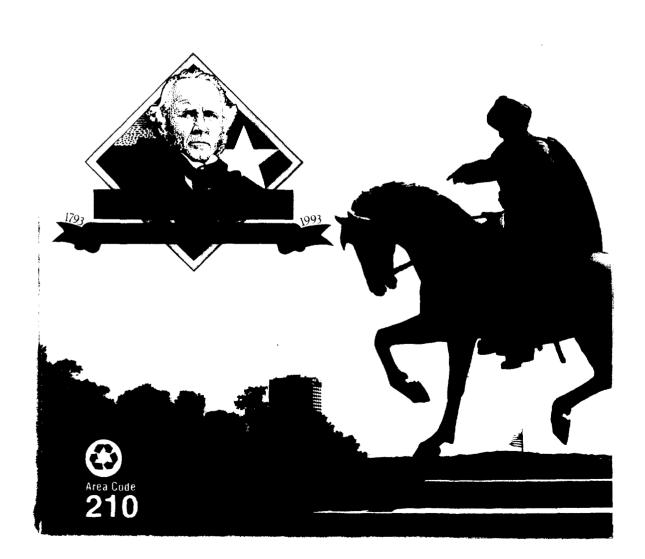


Southwestern Bell Helotes

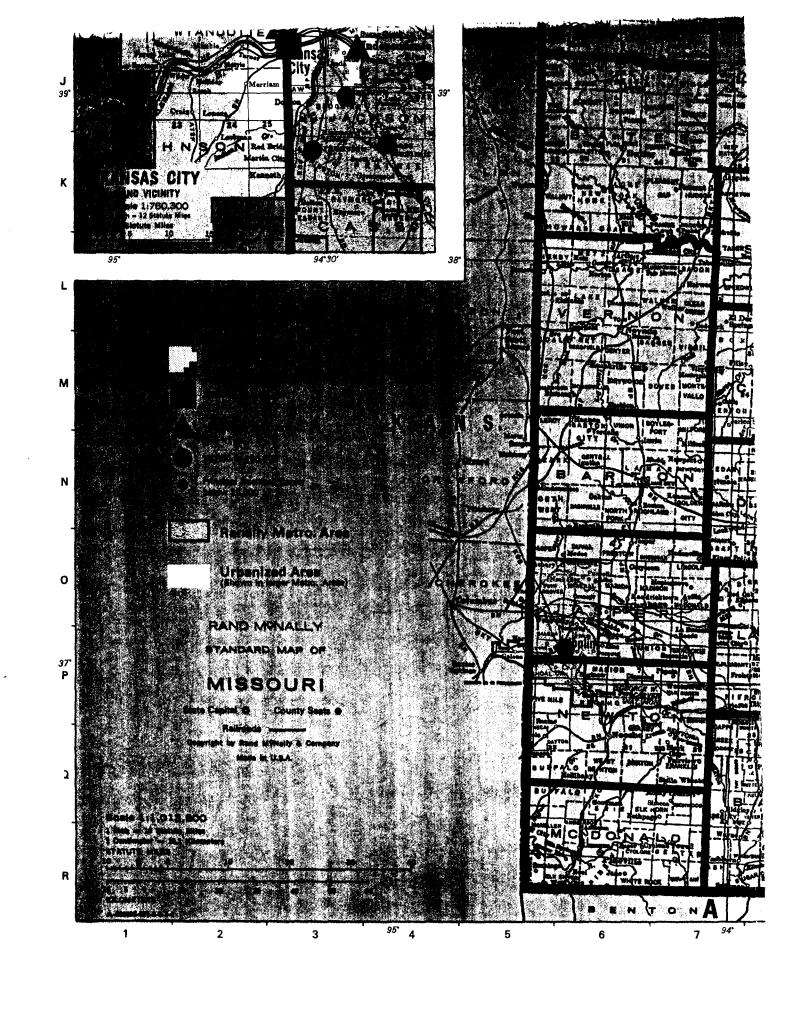
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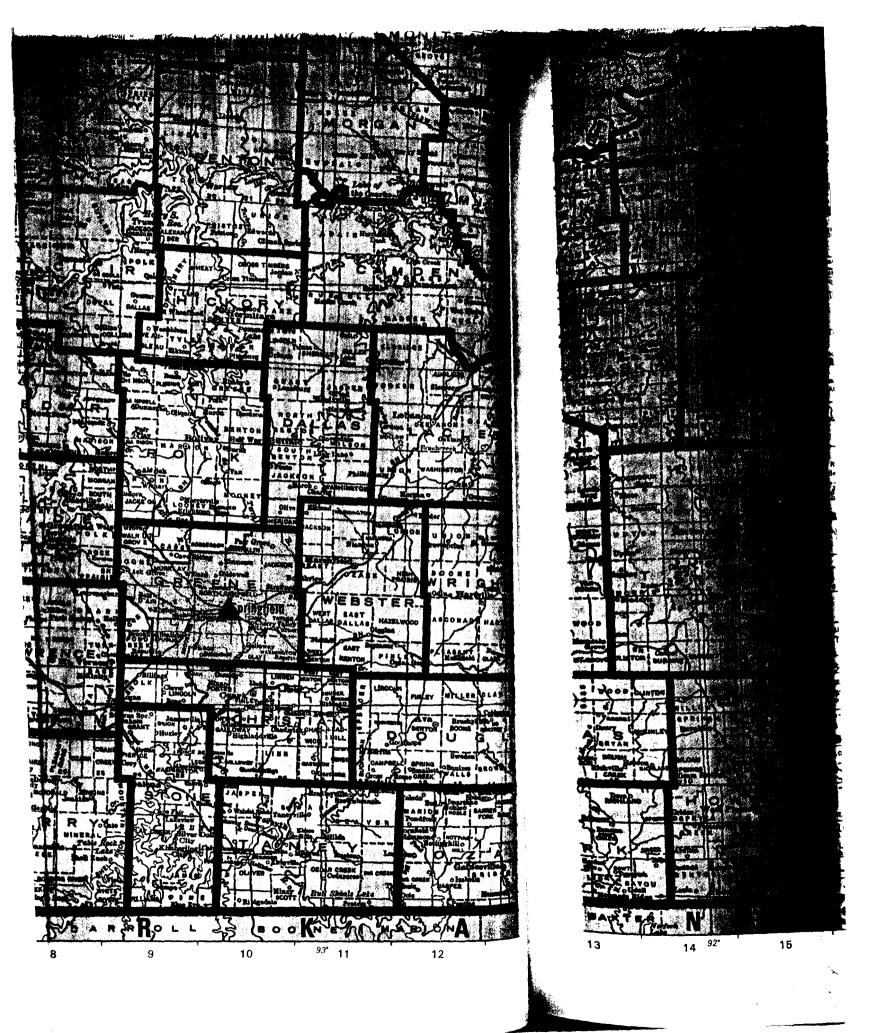
Southwestern Bell Yellow Pages, Inc. 1993

September 1993-94











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Declaration of John W. Barger

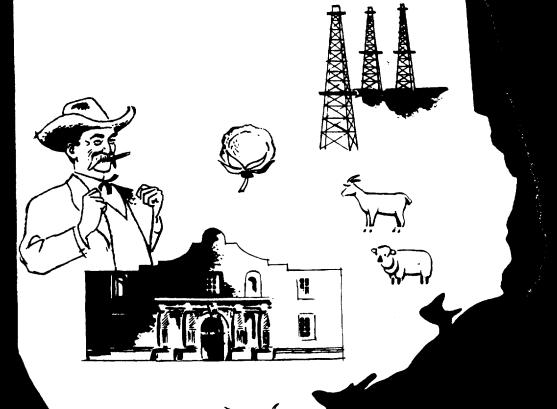
The factual contents of the foregoing Comments and Contingent Counter-Proposal are true and correct to the best of my personal knowledge, information, and belief, under the penalty of Perjury.

John W. Barger

December 29, 1994



H WENNESS OF S





April, 1824, his daughter Nancy married John Crownover. To Castleman received title to two sitios of land in present Wharton County, one-half sitio in present Fayette County, and two labors in present Austin County on July 7, 1824. The census of March, 1826, listed him as a farmer and stock raiser aged between forty and fifty. His household included his wife, four sons, two daughters, one servant, and one slave. Castleman died sometime before March 10, 1832, when it was announced that all movable property of Sylvanus Castleman, deceased, would be sold at his house. Elizabeth Castleman, administratrix, gave notice in the Telegraph and Texas Register of July 8, 1840, that she would present her account for final settlement of the estate at the next term of Austin County court, and the July, 1841, term of the Fayette County court divided his Fayette County land among his wife and children.

BIBLIOGRAPHY: E. C. Barker (ed.), Austin Papers, I (1924); Lester G. Bugbee, "The Old Three Hundred," Quarterly of the Texas State Historical Association, I (1897-1898); J. H. Kuykendall, "Reminiscences of Early Texans," ibid., VI (1902-1903); Worth S. Ray, Austin Colony Pioneers (1949); Texas Gazette, February 18, 1832.

Castleman Creek. Castleman Creek is the name of at least two Texas streams. Arranged in alphabetical order according to the counties in which they head, they are:

(1) Castleman Creek, an intermittent stream rising in southeastern Guadalupe County and flowing to the southeast fourteen miles into northwestern Gonzales County where it empties into Sandies Creek just south of the town of Leesville.

(2) Castleman Creek, rising in south central McLennan County and flowing southeast about fifteen miles to join the Brazos River near the Falls county line.

Castrillón, Manuel Fernandez. Manuel Fernandez Castrillón, a major general in the Mexican Army, was under Antonio López de Santa Anna quat the siege of the Alamo and at the battle of San Jacinto. It is reported that Castrillón distinguished himself by trying to rally the confused Mexican Army and was mortally wounded during the battle. Santa Anna, on the contrary, stated that Castrillón's neglect of duty made possible the surprise attack of the Texans at San Jacinto and led to Mexican defeat despite his later attempt to rally his forces. This accusation is disputed by many historians.

BIBLIOGRAPHY: C. E. Castañeda (trans.), The Mexican Side of the Texas Revolution (1926); C. R. Wharton, San Jacinto, the Sixteenth Decisive Battle (1930); Andrew J. Houston, Texas Independence (1938); C. Newell, History of the Revolution in Texas (1838).

Castro. Castro, a Lipan-Apache ^{qv} chief who served the Texans as scout against the Comanche ^{qv} during the middle nineteenth century, probably lived at Estacas below Laredo, but he was encountered at various times at Bexar, at Live Oak Point, and in Refugio County. In January and again in October, 1840, he scouted for J. H. Moore ^{qv} for attacks against the Comanche. In 1841 he was ordered arrested after his tribe was accused of murdering one James Boyse. Castro visited Austin in February, 1842, to offer his services to Sam Houston and was ordered to camp between Brushy Creek and Little River until he was needed. His band raided the Comanche in April, 1842, and captured horses. Castro was alive in the 1850's.

BIBLIOGRAPHY: Adele B. Looscan, "Capt. Joseph Daniels," Quarterly of the Texas State Historical Association, V (1901-1902); Mrs. T. C. Allan (contrib.), "Reminiscences of Mrs. Annie Fagan Teal," Southwestern Historical Quarterly, XXXIV (1930-1931); Amelia W. Williams and E. C. Barker (eds.), Writings of Sam Houston, III (1940).

Castro, Henri. Henri Castro, a descendant of Portuguese nobility, was born in France in July, 1786. After the fall of Napoleon, he immigrated to the United States and in 1827 became a naturalized citizen. He returned to France in 1838 and became a partner in the banking house of Lafitte and Company. While with that firm he was active in trying to negotiate a loan for the Republic of Texas and thus became interested in the young republic. Out of gratitude for his influence and kindness to Texas, President Sam Houston appointed him consul general for Texas at Paris.

In 1842 Castro entered into a contract with the Texas government to settle a colony in Southwest] Texas on the Medina River (see Castro's Colony). After great expense, labor, and vexing delays, between 1843 and 1847 he succeeded in chartering twenty-seven ships, in which he brought to Texas: 485 families and 457 single men. His task was made difficult because at this same time the French government was trying to colonize Algeria and because the Mexican War made Texas ports often unsafe harbors for the landing of immigrants. Castro was able, however, to settle his first shipload of families at Castroville on the Medina River in September, 1844; in 1845 he settled the village of Quihi; in 1846, the town of Vandenburg; the last village, D'Hanis, was settled in 1847.

Henri Castro was a learned, wise, humane man. In the management of his colony he is more comparable to Stephen F. Austin than is any other Texas empresario. He expended his own money freely—more than \$200,000—for the welfare of his colonists, furnishing them cows, farm implements, seeds for planting, medicines, and whatever they really needed that he was able to procure for them. He had unbounded faith in the capacity of intelligent men for self-government.

Among his many duties Castro found the time to publish his memoirs. He made many maps of his colonial grant and of the area bordering on it and circulated them throughout the Rhine districts of France to induce colonists to join his settlements. These maps did much to advertise Texas in Europe. Despite his scholarship, his exceedingly great energy, and his rare aptitude for work, he was exceptionally modest and retiring. While on his way to France in 1865, he became severely ill at Monterrey, Mexico, and died there. He was buried in Monterrey at the foot of the Sierra Madre. His many interests were carried on by his son, Lorenzo.

BIBLIOGRAPHY: Fretelliers Papers (MS., Texas State Library); Texas Colonization Papers (MS., Texas State Library); R. L. Biesele, The History of the German Settlements in Texas, 1831-1861 (1930); Audrey Goldthorp, Castro's Colony (M.A. thesis, University of Texas, 1928); Julia Nott Waugh, Castro-Ville and Henry Castro, Empresario (1934).

Amelia W. Williams

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Castro County. Castro County, in the Texas Panhaudle, was created in 1876 and named for Henri Castro. The county has an area of 876 square miles, an altitude from 3,500 to 4,000 feet, annual rainfall of 18 inches, and mean annual temperature of 595 degrees. The level terrain is drained by Running Water Draw, Tule Draw, and